

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION	:	
	:	
Plaintiff,	:	
	:	
vs.	:	No. 1:18-cv-8865-AJN-GWG
	:	[rel. 1:18-cv-8947]
ELON MUSK,	:	
	:	
Defendant.	:	
	:	
	:	

CONSENT OF DEFENDANT ELON MUSK

1. On September 28, 2018, Defendant Elon Musk (“Defendant”) consented to the entry of a Final Judgment in this matter (the “September 2018 Consent”). Dkt. No. 14, at 3-9. The Court entered the Final Judgment as to Defendant on October 16, 2018 (the “Final Judgment”). *Id.* at 10-14.

2. Defendant hereby consents to the entry of an Order amending the Final Judgment in the form attached hereto (the “Order”) to replace and supersede subpart (b) of paragraph IV of the Final Judgment with the following:

comply with all mandatory procedures implemented by Tesla, Inc. (the “Company”) regarding the oversight of communications relating to the Company made in any format, including, but not limited to, posts on social media (*e.g.*, Twitter), the Company’s website (*e.g.*, the Company’s blog), press releases, and investor calls; and obtain the pre-approval of an experienced securities lawyer employed by the Company (“Securities Counsel”) of any written communication that contains information regarding any of the following topics:

- the Company’s financial condition, statements, or results, including earnings or guidance;
- potential or proposed mergers, acquisitions, dispositions, tender offers, or joint ventures;
- production numbers or sales or delivery numbers (whether actual, forecasted, or projected) that have not been previously published via pre-approved written communications issued by the Company

- (“Official Company Guidance”) or deviate from previously published Official Company Guidance;
- new or proposed business lines that are unrelated to then-existing business lines (presently includes vehicles, transportation, and sustainable energy products);
 - projection, forecast, or estimate numbers regarding the Company’s business that have not been previously published in Official Company Guidance or deviate from previously published Official Company Guidance;
 - events regarding the Company’s securities (including Musk’s acquisition or disposition of the Company’s securities), credit facilities, or financing or lending arrangements;
 - nonpublic legal or regulatory findings or decisions;
 - any event requiring the filing of a Form 8-K by the Company with the Securities and Exchange Commission, including:
 - a change in control; or
 - a change in the Company’s directors; any principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer, or any person performing similar functions, or any named executive officer; or
 - such other topics as the Company or the majority of the independent members of its Board of Directors may request, if it or they believe pre-approval of communications regarding such additional topics would protect the interests of the Company’s shareholders; and

3. Defendant enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Securities and Exchange Commission (the “Commission”) or any member, officer, employee, agent, or representative of the Commission to induce Defendant to enter into this Consent.

4. Defendant agrees that this Consent shall be incorporated into the Order with the same force and effect as if fully set forth therein.

5. Defendant agrees that the Commission may present the Order to the Court for signature and entry without further notice.

6. Defendant agrees that all other provisions of the September 2018 Consent and the Final Judgment shall remain in effect.

7. Defendant agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment and the Order.

Dated: April 26, 2019



Elon Musk

See attached -
On _____, 2019, _____, a person known to me,
personally appeared before me and acknowledged executing the foregoing Consent.

Notary Public
Commission expires:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**CIVIL CODE § 1189**

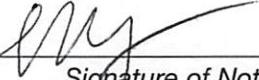
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
 County of Los Angeles)
 On 4/26/19 before me, MATILDA SIMON-FERRIGNO,
 Date Here Insert Name and Title of the Officer
 personally appeared Elon Musk
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature 
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____